

BASS

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August 5, 2011

VIA HAND DELIVERY

filed electronically in docket office on 08/05/11

Chairman Eddie Roberson
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: **Docket No. 11-00125**: ***Application of TDS Telecom Service Corporation ("TDS") on behalf of its wholly owned subsidiaries, Concord Telephone Exchange, Inc. and Tennessee Telephone Company, for a State-Issued Certificate of Franchise Authority***

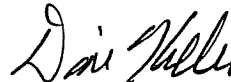
Dear Chairman Roberson:

Enclosed please find the Application of TDS Telecom Service Corporation ("TDS") on behalf of its wholly owned subsidiaries, Concord Telephone Exchange, Inc. and Tennessee Telephone Company, for a State-Issued Certificate of Franchise Authority. Also enclosed is a check for the Application's \$1,000 filing fee.

Please file the original and four copies of this material and stamp the additional copy as "filed." Then please return the stamped copy to me by way of our courier.

Should you have any questions concerning this matter, please do not hesitate to contact me at the email address or telephone number listed above.

Sincerely,



David Killion

Enclosures

cc: Hon. Sara Kyle (w/o enclosure)
Hon. Mary Freeman (w/o enclosure)
Hon. Kenneth C. Hill (w/o enclosure)

Chairman Eddie Roberson
August 5, 2011
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Mr. Jerry Kettles, Chief of Economic Analysis & Policy Division (*w/o enclosure*)
Mr. Bruce Mottern

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August 5, 2011

Chairman Eddie Roberson
c/o Ms. Sharla Dillion
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 27243-0505

Re: Application for State-Issued Certificate of Franchise Authority

Dear Chairman Roberson:

Enclosed please find an original and five (5) copies of an Application for State-Issued Certificate of Franchise Authority on behalf of TDS Telecom – Concord Telephone Exchange, Inc. and Tennessee Telephone Company. Also enclosed is the application fee of \$1,000.

If you have any questions or require additional information, please contact me at (865) – 671-4753.

Sincerely,

A handwritten signature in black ink that reads "Bruce Mottern".

Bruce Mottern
Manager – State Government Affairs

Cc: Mayor Karl Dean – Davidson County
Mayor Ralph McGill – Town of Farragut
Mayor Senna Mosley – Rutherford County
Mayor Ed Hagerty – City of Mt. Juliet
Mr. Dale Grimes – Bass, Berry & Sims
Mr. Jerry Parkerson – TDS Telecom
Mr. Bill Schmitt – TDS Telecom

PO BOX 22995
KNOXVILLE, TN 37933-0995
10025 INVESTMENT DRIVE, SUITE 200
KNOXVILLE, TN 37932
OFFICE: 865.966.4700
FAX: 865.675.3881

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In Re: Application of TDS Telecom Service Corporation ("TDS") on behalf of its wholly owned subsidiaries, Concord Telephone Exchange, Inc. and Tennessee Telephone Company, for a State-Issued Certificate of Franchise Authority

Docket No. _____

AFFADIVIT OF JAMES W. BUTMAN

**STATE OF WISCONSIN
COUNTY OF DANE**

I, James W. Butman, in accordance with the requirements of the Tennessee Competitive Cable and Video Services Act, Tenn. Coe Ann.7-59-301 (the "Act"), state as follows:

1. Name of Applicant:

I, James W. Butman, do hereby attest to being Group President Marketing, Sales & Customer Operations of TDS Telecom, and furthermore am authorized to make this affidavit on behalf of TDS Telecom Service Corporation and its wholly owned operating companies, Concord Telephone Exchange, Inc., and Tennessee Telephone Company (hereinafter referred to in this application as "Applicant")

2. Application Fee for Service Area of 50,001 to 100,000 as set forth in Section 305(b)(1) of the Act:

Application fee of \$1,000 is submitted with this application consistent with Section 305(b) (1) of the Act and based on the service area population between 50,001 and 100,000, as reflected by the most recent decennial census.

3. Compliance with Applicable Laws (Section 305(c)(1) of the Act):

Applicant agrees to comply with all applicable federal and state laws and regulations to the extent that such laws and regulations are not in conflict with or superseded by the provisions of this part or other applicable law and will timely file with the FCC all forms required by the FCC in advance of offering video services or cable services.

4. Description of Municipalities and Unincorporated Areas to be Served (Section 305(c)(2) of the Act):

Exhibit A to this application lists the municipalities and unincorporated areas with counties to be served, in whole or part, by the Applicant. Applicant currently provides cable service in the Town of Farragut in Knox County, and City of Mt. Juliet in Wilson County. Applicant intends to provide cable or video services in the same geographical areas in which it provides its incumbent regulated telephone services as listed in Exhibit A.

5. Provision of cable service to service areas (Section 305(c)(3) of the Act):

Applicant intends to begin to offer cable service for purchase in each of the additional municipalities and unincorporated areas within the counties identified in Exhibit A, described in Section 4, within twenty-four months (24) months of the date of the issuance of a state-issued certificate of franchise authority.

6. Indemnification (Section 305(c)(4) of the Act):

Applicant agrees to indemnify and hold harmless, in accordance with section 318 of the Act, the state, municipality, county and any employee or representative of the state, municipality or county, as well as any political subdivision of the state and any employee or representative of the political subdivision, individually, and collectively, referred to in Section 318 of the Act as the "indemnitee."

7. Applicant Contact Information (Section 305(c)(5) of the Act):

Application of TDS Telecom Service Corporation ("TDS") on behalf of its wholly owned subsidiaries, Concord Telephone Exchange, Inc. and Tennessee Telephone Company, for a State-Issued Certificate of Franchise Authority

- a. Applicant's principal place of business is located at: 525 Junction Rd., Madison, WI. 53717
- b. Contact telephone number is 608-664-5000
- c. The principal executive officers of the Applicant are as follows:
 - i. David Wittwer – President & CEO
 - ii. Jim Butman – Group President Marketing, Sales & Customer Operations
 - iii. Leslie Hearn – VP Information Systems & CIO
 - iv. Cliff Lawson – VP Network Operations
 - v. Kevin Hess – Sr. VP Government & Regulatory Affairs
 - vi. Vicki L. Villacrez – VP – Finance & CFO
 - vii. Ken Paker – VP Network Services
 - viii. Mike Pandow – Sr. VP Human Resources Administration
- d. The following persons are authorized to represent the Applicant before the Tennessee Regulatory Authority:
 - i. Bruce H. Mottern – Manager State Government Affairs
 - ii. Jerry Parkerson – Market Manager – East Tennessee
 - iii. Bill Schmitt – Market Manager – West Tennessee
 - iv. Dale Grimes – Attorney – Bass, Berry & Sims
 - v. David Killion – Attorney – Bass, Berry & Sims

8. Applicant meets the requirements of having the Managerial, Financial and Technical Qualifications to Provide Cable Service (sections 305(c)(6) and 305(d)(3) of the Act).

Applicant has the managerial, financial, and technical qualifications to provide cable or video service as required by Section 305(c)(6) and (d)(2). Applicant has been providing video services to the Town of Farragut since May of 2008 and to the City of Mt. Juliet since October 2007, and has operated four (4) telecommunication companies providing a range of services subject to the Tennessee Regulatory Authority's jurisdiction. The Applicant also provides video services in Indiana and New Hampshire. In addition, the Applicant is an incumbent cable service provider as defined by Section 303(13) of the Act and has cable assets of at least \$10,243,859 in Tennessee. Based on its success and experience of providing these services and its status as an incumbent cable service provider, the Applicant has the managerial, financial and technical qualifications to provide cable and video services in Tennessee.

9. Customer Service Complaint Handling Process (Section 305(c)(7) of the Act):

a. Policies on addressing customer service issues, billing adjustments and communications with government officials regarding customer complaints:

TDS follows the Customer Service guidelines set forth by the FCC. Customers who have questions or complaints regarding their cable or video service or questions or disputes concerning their bills may contact TDS at 1-866-448-3788. TDS Technical Customer Operations Advisors are available to assist with any problems 24 hours a day, 7 days a week. Local Field Service Technicians are available to address service related issues Monday through Friday during normal business hours, and also on call after hours and weekends for emergencies. TDS will address customer questions or complaints in a timely manner. Should a customer believe that his / her request was not properly handled, he/she may contact the Tennessee Regulatory Authority.

Written customer complaints may be sent to:

TDS
ATTN: TDS TV Product Support
525 Junction Rd.
Madison, WI 53717

10. Notice to Affected Local Governing Authority (Section 305(c)(8) of the Act)

Notice has been provided to the affected local governing authorities as identified in Exhibit B of their right to receive a franchise fee consistent with the Act. Notice will also be provided to other entities with facilities in the rights-of-way consistent with any non-discriminatory and generally applicable local ordinances or resolutions requiring such notice.

11. Non-discrimination and Service Deployment Requirements (Section 305(c)(9) of the Act):

Applicant agrees to comply with the requirements of the Act, expressly including the applicable non-discrimination and service deployment requirements of Section 311 of the Act. In addition, the Applicant acknowledges the provisions of Section 312 of the Act relative to enforcement of non-discrimination and deployment requirements.

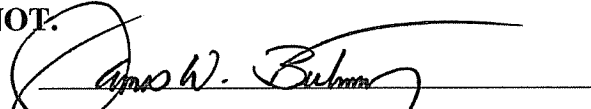
12. Notice to Affected Local Government Entities (Section 305 (c)(10) of the Act):

Following issuance of the State-issued certificate of franchise authority, Applicant will provide notice to any affected local governing authority ten (10) days prior to providing service in that jurisdiction.

13. Minority-Owned Business Plan (Section 305 (c)(11):

Applicant agrees to comply with its Minority-Owned Business Plan which is attached as Exhibit C.


FURTHER AFFIANT SAYETH NOT.


James W. Butman

State of Wisconsin

County of Dane

Sworn to and subscribed before me, this 3 day of August 2011.


Notary Public
My Commission Expires 8/18/2013

**Application of TDS Telecom Service Corporation ("TDS") for a
State-Issued Certificate of Franchise Authority**

EXHIBIT A

Application of TDS Telecom Service Corporation ("TDS") for a State-Issued Certificate of Franchise Authority

TENNESSEE SERVICE AREAS (WITHIN TDS TELECOM FOOTPRINT ONLY)

Municipality	County
Town of Farragut	Knox
LaVergne	Davidson
Antioch	Davidson
City of LaVergne	Rutherford
City of Mt. Juliet	Wilson

**Application of TDS Telecom Service Corporation ("TDS") for a
State-Issued Certificate of Franchise Authority**

EXHIBIT B

**Application of TDS Telecom Service Corporation ("TDS") for a State-Issued Certificate of
Franchise Authority**

Local Governments Provided Notice

Davidson County (LaVergne and Antioch)

Mayor Karl Dean
Metro City Hall
225 Polk Ave.
Nashville, TN 37207

Knox County

Mayor Ralph McGill
Town of Farragut
11408 Municipal Center Drive
Farragut, TN 37934
865-966-3512

Rutherford County (City of LaVergne)

Mayor Senna Mosley
149 Greenwood Dr.
LaVergne, TN 37121

Wilson County

Mayor Ed Hagerty
City of Mt. Juliet
2425 N. Mt. Juliet Rd
Mount Juliet, TN 37121



August 5, 2011

Mr. Karl Dean
Mayor
Metro City Hall
225 Polk Ave
Nashville, TN 37207

Re: Notice of TDS Telecom's Application filing for a state-issued certificate of franchise authority

Dear Mayor Dean:

TDS Telecom, in accordance with the Competitive Cable and Video Service Act, Section 7-59-305, hereby provides LaVergne, Davidson County with a copy of its Application for a state-issued certificate of franchise authority.

Additionally, in accordance with Section 7-59-305(8), notice is being provided to the LaVergne, Davidson County of its right to receive franchise fees consistent with the Act.

Should you have any questions please contact me at 865-671-4753 or email bruce.mottern@tdstelecom.com.

Sincerely,

A handwritten signature of Bruce Mottern in black ink.

Bruce Mottern
Manager – State Government Affairs

Cc: Bill Schmitt – TDS Telecom Manager - Regional Market Management

PO BOX 22995
KNOXVILLE, TN 37933-0995
10025 INVESTMENT DRIVE, SUITE 200
KNOXVILLE, TN 37932
OFFICE: 865.966.4700
FAX: 865.675.3881



August 5, 2011

Mr. Karl Dean
Mayor
Metro City Hall
225 Polk Ave
Nashville, TN 37207

Re: Notice of TDS Telecom's Application filing for a state-issued certificate of franchise authority

Dear Mayor Dean:

TDS Telecom, in accordance with the Competitive Cable and Video Service Act, Section 7-59-305, hereby provides Antioch, Davidson County with a copy of its Application for a state-issued certificate of franchise authority.

Additionally, in accordance with Section 7-59-305(8), notice is being provided to the Antioch, Davidson County of its right to receive franchise fees consistent with the Act.

Should you have any questions please contact me at 865-671-4753 or email bruce.mottern@tdstelecom.com.

Sincerely,

A handwritten signature in cursive script that reads "Bruce Mottern".

Bruce Mottern
Manager – State Government Affairs

Cc: Bill Schmitt – TDS Telecom Manager - Regional Market Management

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August 5, 2011

Mr. Ralph McGill
Mayor
Town of Farragut
11408 Municipal Center Drive
Farragut, TN 37934

Re: Notice of TDS Telecom's Application filing for a state-issued certificate of franchise authority

Dear Mayor McGill:

TDS Telecom, in accordance with the Competitive Cable and Video Service Act, Section 7-59-305, hereby provides the Town of Farragut with a copy of its Application for a state-issued certificate of franchise authority.

Additionally, in accordance with Section 7-59-305(8), notice is being provided to the Town of Farragut of its right to receive franchise fees consistent with the Act.

Should you have any questions please contact me at 865-671-4753 or email bruce.mottern@tdstelecom.com.

Sincerely,

A handwritten signature in cursive script that reads "Bruce Mottern".

Bruce Mottern
Manager – State Government Affairs

Cc: Jerry Parkerson – TDS Telecom Manager - Regional Market Management

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August 5, 2011

Ms. Senna Mosley
Mayor
149 Greenwood Dr.
LaVergne, TN 37121

Re: Notice of TDS Telecom's Application filing for a state-issued certificate of franchise authority

Dear Mayor Mosley:

TDS Telecom, in accordance with the Competitive Cable and Video Service Act, Section 7-59-305, hereby provides the City of LaVergne with a copy of its Application for a state-issued certificate of franchise authority.

Additionally, in accordance with Section 7-59-305(8), notice is being provided to the City of LaVergne of its right to receive franchise fees consistent with the Act.

Should you have any questions please contact me at 865-671-4753 or email bruce.mottern@tdstelecom.com.

Sincerely,

A handwritten signature in cursive script that reads "Bruce Mottern".

Bruce Mottern
Manager – State Government Affairs

Cc: Bill Schmitt – TDS Telecom Manager - Regional Market Management

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August 5, 2011

Mr. Ed Hagerty
Mayor
City of Mt. Juliet
2425 N. Mt. Juliet Rd
Mount Juliet, TN 37121

Re: Notice of TDS Telecom's Application filing for a state-issued certificate of franchise authority

Dear Mayor Hagerty:

TDS Telecom, in accordance with the Competitive Cable and Video Service Act, Section 7-59-305, hereby provides the City of Mt. Juliet with a copy of its Application for a state-issued certificate of franchise authority.

Additionally, in accordance with Section 7-59-305(8), notice is being provided to the City of Mt. Juliet of its right to receive franchise fees consistent with the Act.

Should you have any questions please contact me at 865-671-4753 or email bruce.mottern@tdstelecom.com.

Sincerely,

A handwritten signature in cursive script that reads "Bruce Mottern".

Bruce Mottern
Manager – State Government Affairs

Cc: Bill Schmitt – TDS Telecom Manager - Regional Market Management

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**Application of TDS Telecom Service Corporation ("TDS") for a
State-Issued Certificate of Franchise Authority**

EXHIBIT C

**Application of TDS Telecom Service Corporation ("TDS") for a State-Issued
Certificate of Franchise Authority**

TDS Telecom Service Corporation

**MINORITY-OWNED
BUSINESS PARTICIPATION PLAN**

MINORITY-OWNED BUSINESS PARTICIPATION PLAN

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MINORITY – OWNED BUSINESS PARTICIPATION PLAN

1.0 PLAN

- 1.1 This Minority –Owned Business Participation Plan (“Plan”) is submitted by TDS Telecom (“TDS” as required by the Competitive Cable & Video Service Act of 2008, codified as T.C.A 7-59-313
- 1.2 The Administration of this Plan is the responsibility of TDS. It is the policy of TDS to provide an opportunity for Minority Owned Businesses to compete for subcontracts awarded by TDS on a fair and equitable basis with certified suppliers and contractors.
- 1.3 This plan is a state of objectives and is not intended to create any legal obligation of TDS of any person or organization.

2.0 DEFINITIONS

- 2.1 Minority Business – For the purpose of this Plan, “minority business” means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned by an individual who personally manages and controls the daily operations of such business, and who is impeded from non entry into the economic mainstream per T.C.A 7-59-313(1)(A-C)

3.0 PLAN RESPONSIBILITY AND POLICY STATEMENT

- 3.1 It is the policy of TDS to afford Minority –Owned Businesses an opportunity to participate in the performance of contracts in accordance with T.C.A 7-59-313(b).
- 3.2 As a purchaser of goods and services, it is TDS – responsibility to:
 - Identify and maintain a pool of qualified suppliers
 - Provide opportunities for Minority Owned Businesses to bid in those solicitations for products or services which they are capable of providing, and which meet RUS (Rural Utility Service) standards.

4.0 PLAN PERIOD OF EFFECTIVENESS

4.1 TDS is committed to providing affirmative access to contracting opportunities for Minority-Owned Businesses. TDS is proactive and will move toward inclusion of such firms in the supplier base. This plan represents an on-going commitment by the Company, and has no fixed time period for effectiveness.

5.0 PLAN ADMINISTRATION

5.1 TDS Plan Administrator is:

Mr. Jon Finseth
Manager – Procurement
525 Junction Road
Madison, WI 53717
Telephone: 608-664-4067
FAX: 608-664-4519

5.2 The Administrator manages the Plan as described below.

5.3 The Administrator's specific job duties, as they related to this Plan are as follows:

- (a) Develops and maintains policies and procedures to ensure that Minority-Owned Businesses have an equitable opportunity to be awarded contracts.
- (b) Establishes and maintains policies and procedures to ensure that Minority-Owned Businesses have an equitable opportunity to be awarded contracts.
- (c) Ensures inclusion of Minority – Owned Businesses in those solicitations for products or services which they are capable of providing, and which meet United States Department of Agriculture Rural Utility Service (RUS) standards.
- (d) Maintains Minority – Owned Businesses related correspondence and record keeping.
- (e) Coordinates activities during the conduct of any compliance review by the Tennessee state agencies.
- (f) Attends or arranges for attendance by appropriate members of management at, Minority Business Enterprise Seminars, Trade Fairs, and Conventions.

6.0 PLAN TO ASSURE EQUITABLE OPPORTUNITY

6.1 The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources / listings include, but are not limited to the following:

- (a) The TDS approved Master Supplier list.
- (b) Information received from the Small Business Administration Procurement Automated Source System (PASS).
- (c) Information sources received from the TN Department of Economic Development's Office of Minority Business Enterprise and Small Business Office.
- (d) Information received from the local Chamber of Commerce.

6.2 Outreach efforts will be made as follows:

- (a) The Administrator shall cultivate and maintain relationships with Small Business trade associations and business development organizations in an effort to locate and qualify capable Minority – Owned Businesses for participation in contracting opportunities.
- (b) The Administrator shall ensure that TDS assists Minority – Owned Businesses by arranging solicitations, time for the preparation of bids, quantities, specifications, and delivery schedules so as to facilitate the participation by such concerns.
- (c) The Administrator shall ensure that TDS provides adequate and timely consideration of the potentialities of Minority – Owned Businesses in “make or buy” decisions.
- (d) Appropriate members of management will attend seminars and trade fairs in order to develop sources.

7.0 PLAN REPORTING

7.1 TDS will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.

7.2 TDS will maintain, if required, the following types of records:

- (a) Source lists, guides, and other data that identify Minority-Owned Businesses.
- (b) Lists of organizations contacted in an attempt to locate sources that are Minority - Owned Businesses.
- (c) Records of any outreach efforts to contact trade associations, business development organizations, and conferences and trade fairs attended.

7.3 TDS's Supplier Master List identifies Minority-Owned Businesses. The Supplier List shall be utilized in identifying potential contractors. A Summary Sheet shall be maintained in each suppliers file and shall be reviewed and evaluated by the Plan Administrator.